

RECORDATION NO. 14871-B FILED

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48083-1220
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WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

FEB 11 '98

11-53 AM

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

February 2, 1998

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 11 11 53 AM '98

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition dated as of January 2, 1998. The lease ("Lease") which has terminated was dated as of December 15, 1985 and covered 20 diesel electric locomotives, marked as shown on Schedule A, attached hereto.

The Lease was recorded on December 30, 1985 and assigned recordation number 14871-B.

The parties to the Lease are:

Lessee: Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated.

Lessor: Whirlpool Leasing Services, Inc., predecessor in interest to Whirlpool Financial Corporation

Agent/
Assignee: Mercantile-Safe Deposit and Trust Company, predecessor in interest to The Bank of New York

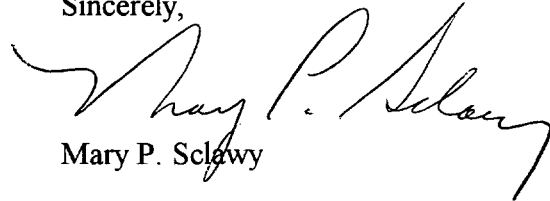
Enclosed is our check in the amount of \$24.

Please accept one counterpart of this document for filing, stamp the remaining

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48063-1220

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy

C: John Lamont re GT CA 6319

Schedule A

Rolling Stock Type: Diesel-Electric Locomotives manufactured by the
Electomotive Division of General Motors Corporation.

#	Original Lease *		Current Lease	
	Mark & Number of all Units		Mark & Number of all Units	
1	GTW	4444	GTW	4444
2	GTW	4446	GTW	4446
3	GTW	4909	GTW	4509
4	GTW	4930	GTW	4530
5	GTW	5912	GTW	5912
6	GTW	5921	GTW	5921
7	GTW	5926	GTW	5926
8	GTW	5929	GTW	5929
9	GTW	6207	GTW	6207
10	GTW	6214	GTW	6214
11	GTW	6218	GTW	6218
12	GTW	6219	GTW	6219
13	GTW	6220	GTW	6220
14	GTW	6252	GTW	6252
15	GTW	6253	GTW	6253
16	GTW	6254	GTW	6254
17	GTW	6406	GTW	6406
18	GTW	6407	GTW	6407
19	GTW	6410	GTW	6410
20	GTW	6411	GTW	6411

* 'Original Lease' means the Lease as amended by amendments
1 & # 2 thereto.

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of January 2,
1998 between **Whirlpool Financial Corporation** (the
"Owner") and **Grand Trunk Western Railroad
Incorporated** (the "Lessee").

11-53 AM

WHEREAS, Owner (as successor-in-interest to *Whirlpool Leasing Services, Inc.*) as lessor and Lessee (as successor-in-interest to *Grand Trunk Western Railroad Company*) as lessee entered into a Lease of Railroad Equipment dated as of December 15, 1985, as amended, (the "Lease") covering the twenty (20) diesel-electric locomotives described in Schedule A hereto (the "Equipment").

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

- 1) The Lease was terminated by the Owner and the Lessee; and
- 2) The Equipment was sold, by the Owner, to the Lessee;

and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized.

**WHIRLPOOL FINANCIAL
CORPORATION,**
as owner and lessor

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED,**
as lessee

By: Brian Chambers
Its: Vice President Asset Management

By: John A. Lamont
Its: Sr. Manager, Asset Finance

Note: On December 30, 1985 at 12:20 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 14871-B. On December 30, 1985 at 3:00 P.M., the Lease was also deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

GTW File Reference: CA 6319

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Schedule A

Rolling Stock Type: Diesel-Electric Locomotives manufactured by the
Electromotive Division of General Motors Corporation.


#	Original Lease *		Current Lease	
	Mark & Number of all Units		Mark & Number of all Units	
1	GTW	4444	GTW	4444
2	GTW	4446	GTW	4446
3	GTW	4909	GTW	4509
4	GTW	4930	GTW	4530
5	GTW	5912	GTW	5912
6	GTW	5921	GTW	5921
7	GTW	5926	GTW	5926
8	GTW	5929	GTW	5929
9	GTW	6207	GTW	6207
10	GTW	6214	GTW	6214
11	GTW	6218	GTW	6218
12	GTW	6219	GTW	6219
13	GTW	6220	GTW	6220
14	GTW	6252	GTW	6252
15	GTW	6253	GTW	6253
16	GTW	6254	GTW	6254
17	GTW	6406	GTW	6406
18	GTW	6407	GTW	6407
19	GTW	6410	GTW	6410
20	GTW	6411	GTW	6411

* 'Original Lease' means the Lease as amended by amendments
1 & # 2 thereto.

STATE OF ~~ILLINOIS~~ ^{MICHIGAN})
COUNTY OF BERRIEN)

In the matter of a Memorandum dated
as of January 2, 1998.

On this 5th day of January, 1998, before me personally appeared BRIAN CHAMNESS, to me personally known, who, being by me duly sworn, says that he / she is VIC PRESIDENT, ASSET MANAGEMENT of Whirlpool Financial Corporation, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.


Notary Public

My commission expires: 2-27-01

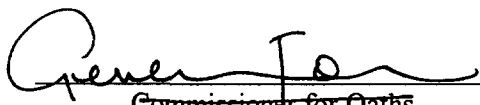
JUDITH A. CAVANAUGH
Notary Public, Berrien County, Michigan
My Commission Expires Feb. 27, 2001

[Notarial Seal]

PROVINCE OF QUEBEC)
DISTRICT OF MONTREAL)

In the matter of a Memorandum dated
as of January 2, 1998.

On this 8th day of December, 1997, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing memorandum was signed on behalf of Grand Trunk Western Railroad Incorporated by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.


Commissioner for Oaths


My commission expires: _____

[Seal]

